

Exhibit 1

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JKF)
) Jointly Administered
Debtors.)

**Re: 12/13/10 Agenda Item No. 3
Various Docket Numbers²**

**ORDER APPROVING QUARTERLY
FEE APPLICATIONS FOR THE THIRTY-SEVENTH PERIOD**

Upon the thirty-seventh quarterly fee applications (the “Applications”)³ of the Professionals referenced on **Exhibit A** attached hereto for the period of April 1, 2010 through June 30, 2010, (the “Compensation Period”), pursuant to sections 105(a) and 331 of title 11 of

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Re: Docket Numbers: 25121, 25142, 25176, 25181, 25191, 25192, 25208, 25213, 25214, 25215, 25216, 25217, 25218, 25219, 25220, 25225, 25226, 25227, 25228, 25231, 25237, 25247, 25269, 25330, 25334, 25355, 25356, 25357, 25358, 25359, 25934, 25399, 25415, 25426, 25428, 25444, 25523, 25524, 25526, 25538, 25562, 25632, 25635, 25718, 25719, 25720, 25725, and 25779,

³ Capitalized terms not defined in this order shall have the meaning ascribed to them in the Interim Compensation Order.

the United States Code (the “Bankruptcy Code”), Fed. R. Bankr. P. 2016 and the Amended Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the “Interim Compensation Order”); and it appearing that the Court has jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and these Applications is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications having been given; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Applications as modified on **Exhibit A** hereto are granted; and it is further

ORDERED that each of the Professionals is allowed in the amounts set forth in **Exhibit A** (i) compensation for services rendered during the Compensation Period and (ii) reimbursement for actual and necessary expenses incurred during the Compensation Period; and it is further

ORDERED that the Debtors are authorized and directed to make payment to each of the Professionals, 100% of any and all fees and 100% of any and all expenses listed in **Exhibit A** that have not yet been paid pursuant to the Interim Compensation Order, provided, however, that all fees and expenses paid pursuant to this order are subject to final allowance by the Court pursuant to the terms of the Interim Compensation Order; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: _____, 2010

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

Exhibit A

W.R. Grace – 37th Interim Period (April 1, 2010 – June 30, 2010)
Fee and Expense Chart with Recommendations
Exhibit A

ANDERSON KILL & OLICK, P.C.					
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis	
25216	TOTAL:	\$477,320.50	\$3,175.40	\$477,320.50	\$3,175.40

DAVID T. AUSTERN					
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis	
25181	TOTAL:	\$1,900.00	\$0.00	\$1,900.00	\$0.00

JANET S. BAER, P.C.					
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis	
25142	TOTAL:	\$365,742.50	\$4,818.00	\$365,742.50	\$4,818.00

BAKER DONELSON BEARMAN CALDWELL & BERKOWITZ, P.C.					
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis	
25523	35TH TOTAL¹:	\$60,000.00	\$46.96	\$60,000.00	\$46.96
25524	36TH TOTAL²:	\$60,000.00	\$27.16	\$60,000.00	\$27.16
25526	37TH TOTAL:	\$60,000.00	\$0.00	\$60,000.00	\$0.00

BEVERIDGE & DIAMOND, P.C.					
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis	
25635	TOTAL:	\$37,960.00	\$126.03	\$37,960.00	\$126.03

¹ The Thirty-Fifth Interim Period encompasses October 1, 2009 through December 31, 2009.

² The Thirty-Sixth Interim Period encompasses January 1, 2010 through March 31, 2010.

BILZIN SUMBERG DUNN BAENA PRICE & AXELROD LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25226	TOTAL:	\$25,574.50	\$1,288.65	\$25,574.50	\$1,288.65

BLACKSTONE ADVISORY SERVICES L.P.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25415	TOTAL:	\$525,000.00	\$17,528.73	\$525,000.00	\$16,894.44

BMC GROUP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25725	TOTAL:	\$87,245.50	\$7,138.20	\$87,245.50	\$7,138.20

CAMPBELL & LEVINE, LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25218	TOTAL:	\$44,448.00	\$4,089.35	\$44,448.00	\$4,089.35

CAPLIN & DRYSDALE, CHARTERED					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25215	TOTAL:	\$72,338.00	\$5,357.30	\$72,338.00	\$5,357.30

CAPSTONE ADVISORY GROUP, LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25247	TOTAL:	\$240,912.50	\$824.12	\$240,912.50	\$824.12

CASNER & EDWARDS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25330	TOTAL:	\$29,029.25	\$36,778.94	\$29,029.25	\$36,778.94

CHARTER OAK FINANCIAL CONSULTING LLC				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25217	TOTAL:	\$47,787.00	\$0.00	\$47,787.00

DAY PITNEY LLP				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25176	TOTAL:	\$41,335.00	\$578.99	\$41,335.00

DELOITTE TAX LLP (35 th , 36 th , and 37 th)				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25779	TOTAL:	\$115,058.00	\$13.00	\$115,058.00

DUANE MORRIS LLP				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25237	TOTAL:	\$28,776.50	\$1,596.18	\$28,776.50

FERRY JOSEPH & PEARCE, P.A.				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25225	TOTAL:	\$35,303.00	\$2,642.07	\$35,303.00

FOLEY HOAG LLP				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25220	TOTAL:	\$44,896.00	\$88.45	\$44,896.00

FRAGOMEN, DEL REY, BERNSEN & LOEWY LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25354	31 st TOTAL ³ :	\$14,894.85	\$25,032.17	\$14,894.85	\$25,032.17
25355	32 nd TOTAL ⁴ :	\$39,575.00	\$4,551.04	\$39,575.00	\$4,551.04
25356	33 rd TOTAL ⁵ :	\$44,896.00	\$88.45	\$44,896.00	\$88.45
25357	34 th TOTAL ⁶ :	\$11,550.00	\$4,119.18	\$11,550.00	\$4,119.18
25358	35 th TOTAL:	\$5,275.00	\$5,818.25	\$5,275.00	\$5,818.25
25359	36 th TOTAL:	\$20,825.00	\$13,280.07	\$20,825.00	\$13,280.07
25444	37 th TOTAL:	\$14,875.00	\$10,445.04	\$14,875.00	\$10,445.04

THE HOGAN FIRM					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25212	TOTAL:	\$97,416.00	\$4,659.95	\$97,416.00	\$4,659.95

HOLME ROBERTS & OWEN, LLP (35 th)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25562	TOTAL:	\$26,757.50	\$1,493.91	\$26,757.50	\$1,493.91

KIRKLAND & ELLIS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25538	TOTAL:	\$980,039.50	\$401,280.99	\$980,039.50	\$401,280.99

KRAMER LEVIN NAFTALIS & FRANKEL LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25227	TOTAL:	\$14,079.00	\$650.36	\$14,079.00	\$650.36

³ The Thirty-First Interim Period encompasses October 1, 2008 through December 31, 2008.

⁴ The Thirty-Second Interim Period encompasses January 1, 2009 through March 31, 2009.

⁵ The Thirty-Third Interim Period encompasses April 1, 2009 through June 30, 2009.

⁶ The Thirty-Fourth Interim Period encompasses July 1, 2009 through September 30, 2009.

LAUZON BÉLANGER

Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25214	TOTAL:	CDN \$13,342.65	CDN \$3,330.11	CDN \$13,342.65	CDN \$3,330.11

LEGAL ANALYSIS SYSTEMS, INC.

Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25219	TOTAL:	\$2,000.00	\$0.00	\$2,000.00	\$0.00

LINCOLN PARTNERS ADVISORS LLC

Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25718	TOTAL:	\$200,000.00	\$2,896.38	\$200,000.00	\$2,896.38

OGILVY RENAULT LLP

Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25208	TOTAL:	CDN \$4,966.50	CDN \$170.43	CDN \$4,966.50	CDN \$170.43

ORRICK, HERRINGTON & SUTCLIFFE LLP

Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25720	TOTAL:	\$640,112.00	\$13,586.57	\$640,112.00	\$13,586.57

PACHULSKI STANG ZIEHL & JONES LLP

Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25399	TOTAL:	\$89,550.50	\$83,263.26	\$89,550.50	\$83,263.26

PRICEWATERHOUSECOOPERS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25228	TOTAL:	\$520,782.32	\$7,012.93	\$520,782.32	\$7,012.93

REED SMITH LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25192	TOTAL:	\$42,698.00	\$2,705.01	\$42,698.00	\$2,705.01

ALAN B. RICH					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25428	TOTAL:	\$33,300.00	\$1,629.09	\$33,300.00	\$1,629.09

HON. ALEXANDER M. SANDERS, JR.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25426	TOTAL:	\$8,955.00	\$102.00	\$8,955.00	\$102.00

SAUL EWING LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25269	TOTAL:	\$23,691.00	\$1,471.55	\$23,691.00	\$1,471.55

SCARFONE HAWKINS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25213	TOTAL:	CDN \$59,494.00	CDN \$7,134.53	CDN \$59,494.00	CDN \$6,986.22

WARREN H. SMITH & ASSOCIATES, P.C.				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25191	TOTAL:	\$55,886.25	\$3,346.65	\$55,886.25
				\$3,346.65

STEPTOE & JOHNSON LLP				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25632	TOTAL:	\$10,430.50	\$39.42	\$10,430.50
				\$39.42

STROOCK & STROOCK & LAVAN LLP				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25231	TOTAL:	\$133,786.00	\$1,130.09	\$133,786.00
				\$1,130.09

TOWERS WATSON				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25719	TOTAL:	\$21,683.00	\$0.00	\$21,683.00
				\$0.00

WOODCOCK WASHBURN LLP				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
25394	TOTAL:	\$15,022.50	\$4.72	\$15,022.50
				\$4.72